

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606
(312) 786-1200

RECORDATION NO. 10695-B ^{changed to C} Filed 1425

APR 28 1980 - 9 15 AM

INTERSTATE COMMERCE COMMISSION

0-119A061

No. APR 28 1980

Date APR 28 1980

Fee \$ 10.00

ICC Washington, D. C.

April 25, 1980

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

Will you please record as provided in the Interstate Commerce Act, 49 U.S.C. § 11303 (a), the Manufacturing Agreement Supplement No. 1, dated as of April 25, 1980, between Pullman, Incorporated and Trailer Train Company. Four (4) counterpart originals of this Supplement are enclosed with this letter of transmittal together with a check in the amount of \$10.00.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4 (b) - The names and addresses of the parties to the transaction:

Manufacturer: Pullman, Incorporated
Pullman Standard Division
200 South Michigan Avenue
Chicago, Illinois 60604

Company: Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

1116.4 (c) - General description of the equipment:

<u>Type</u>	<u>Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
89'4", 70-ton capacity hydraulic draft gear, flush deck, all-purpose flatcars	FC	282	TTX	992864-993145
89'4", 70-ton capacity hydraulic draft gear, low-level flatcars	FA	23	TTX	854298-854320

* All units will have marked on each side thereof, the following legend:

RECEIVED
APR 28 9 13 AM '80
I.C.C.
FEE OPERATION BR.

Overseight - Steven R. 10757

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

T. D. Marion
Trailer Train
Co.
300 South Wacker Drive
Chicago, Illinois, 60606

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on _____ at _____, and assigned recordation ~~on 2/28/80~~ ~~on 2/28/80~~ (s). :15AM

10695-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 10695-2-1
Filed 1425

APR 28 1980 - 9 15 AM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1

dated as of April 25, 1980, between PULLMAN INCORPORATED (Pullman Standard Division) (hereinafter called the Manufacturer) and TRAILER TRAIN COMPANY (hereinafter called the Company).


The parties hereto have heretofore entered into a Manufacturing Agreement dated as of July 31, 1979, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 (a) of the Interstate Commerce Act on August 1, 1979, at 10:55 a.m., recordation number 10695, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

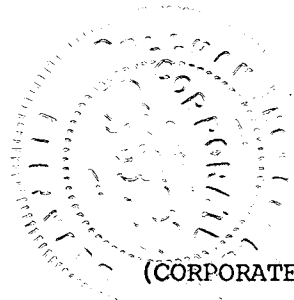
The units of railroad equipment described in Item 1 of Annex A hereto, are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.


PULLMAN INCORPORATED
(Pullman Standard Division)

By:


Vice President-Freight Unit

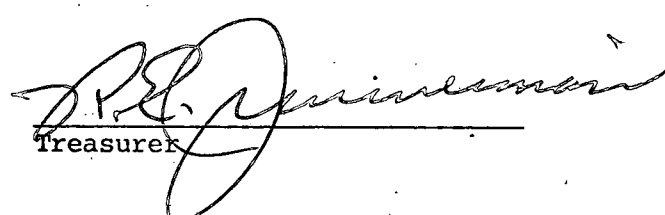

(CORPORATE SEAL)

ATTEST:


Assistant Secretary

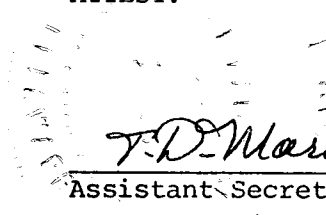

TRAILER TRAIN

By:


Treasurer

(CORPORATE SEAL)

ATTEST:



Assistant Secretary

STATE OF ILLINOIS) SS:
COUNTY OF COOK)

On this 25th day of April, 1980, before me personally appeared Stanley Brown, to me personally known, who being by me duly sworn, says that he is a Vice President of PULLMAN INCORPORATED (Pullman Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

James K. Reiter
Notary Public

(NOTARIAL SEAL)

My Commission Expires: 8/7/83

STATE OF ILLINOIS) SS:
COUNTY OF COOK)

On this 24th day of April, 1980, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, that he is the Treasurer of TRAILER TRAIN COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David J. Walsh
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

Nov. 17, 1980

ANNEX A

PULLMAN INCORPORATED
(Pullman Standard Division)
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

ITEM 1:

<u>Type</u>	<u>Quantity</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specifications and Contract Number</u>
89'4", 70-ton capacity, hydraulic draft gear, all purpose flatcar	282	992864-993145	\$51,750	\$14,593,500.	May 1980	#68-48-052572 T-4079-P
89'4", 70-ton capacity, hydraulic draft gear, low level flatcar	23	854298-854320	44,100	1,014,300.	April 1980	#68-48-052572 T-4079-P
	305			\$15,607,800.		

Item 2: October 25, 1980

Item 3: October 25, 1980

Item 4: 200 South Michigan Avenue
Chicago, Illinois 60604